



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

RECORDATION P.O. 14220-A
Filed 1425

JAN 10 1984 - 2 05 PM

January 9, 1984

4-010A029

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. JAN 10 1984

Date

Fee \$ 10.00

ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 3, Supplement No. 1, dated
January 1, 1984

Dear Secretary:

Enclosed herewith please find an original and one
counterpart of the document described below to be recorded
pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 1, dated as of January 1,
1984, to The Atchison, Topeka and Santa Fe Railway Company
Equipment Trust Agreement, dated as of November 1, 1983.

That Equipment Trust is the primary document to which
this supplement is connected and is recorded under Recordation
No. 14220.

The names and addresses of the parties to this document
are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement,
Series 3, is described on Exhibit 1.

FILED
JAN 10 1984
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Counterpart - [Signature]

Interstate Commerce Commission
Page Two

For the convenience of the parties, I have enclosed five additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/LBM/lcj

Enclosures

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	Locomotive Electric Power Unit ("Slug"), original General Motors Corporation (EMD) Model GP-9; ATSF, Remanufacturer; No. 105	\$110,000	\$110,000
28	2500 HP Diesel Electric Locomotives, original General Motors Corporation (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2702, 2707, 2709, 2711, 2714, 2715, 2719, 2720, 2722, 2726, 2729, 2735, 2737, 2738, 2739, 2740, 2751, 2755, 2756, 2765, 2769, 2771, 2772, 2775, 2778, 2779, 2781 and 2782	\$379,130	\$10,615,640
2	2500 HP Diesel Electric Locomotives, original General Motors Corporation (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2897 and 2934	\$302,690	\$605,380
30	2500 HP Diesel Electric Locomotives, original General Motors Corporation (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2807, 2819, 2830, 2831, 2834, 2836, 2838, 2841, 2843, 2849, 2852, 2854, 2856, 2857, 2862, 2873, 2875, 2876, 2880, 2888, 2890, 2892, 2906, 2913, 2916, 2920, 2928, 2935, 2943 and 2944	\$379,130	\$11,373,900

2	2000 HP Diesel Electric Locomotives, original General Motors Corporation (EMD) Model GP-38; ATSF, Remanufacturer; Nos. 3512 and 3532	\$379,500	\$759,000
2	3600 HP Diesel Electric Locomotives (20 cylinders), original General Motors Corporation (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5343 and 5347	\$354,130	\$708,260
31	3600 HP Diesel Electric Locomotives (20 cylinders), original General Motors Corporation (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5348 to 5376, both inclusive, Nos. 5501 and 5502	\$465,660	\$14,435,460
29	3600 HP Diesel Electric Locomotives SDF-45 (20 cylinders), original General Motors Corporation (EMD) Model SD-45; ATSF, Remanu- facturer; Nos. 5966, 5977, 5986, 5989, 5950, 5951, 5952, 5954, 5957, 5958, 5960, 5961, 5962, 5964, 5967, 5968, 5969, 5971, 5973, 5974, 5978, 5979, 5980, 5982, 5983, 5984, 5985, 5987 and 5988	\$504,620	\$14,633,980
125	TOTAL		<u>\$53,241,620</u>

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

January 10, 1984

Gus Svolas
Vice President-Law
The Atchison, Topeka & Santa
Fe Rwy Company
80 East Jackson Boulevard
Chicago, IL 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/84 at 2:05PM and assigned recordation number(s). 14220-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES 3

RECORDED BY 14226-A
JAN 10 1984 - 2 02 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT No. 1, dated as of January 1, 1984, to Equipment Trust Agreement, dated as of November 1, 1983, (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee"), by which The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 3, is created.

1. In accordance with Section 5.6 of the Agreement, the Company hereby states that certain identifying numbers assigned to the railroad equipment included in said Equipment Trust have been changed, as set forth on the Statement of New Identifying Numbers, dated January 1, 1984, attached hereto as Exhibit 1.

2. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 2.

3. The Trustee hereby acknowledges receipt of said Statement and Schedule.

4. The Company shall cause this Supplement together with said Statement and Schedule to be filed and recorded with the Interstate Commerce Commission in the manner provided by Section 7.4 of the Agreement.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By *A. E. Rugg*
Executive Vice President

ATTEST:

J. M. McGovern
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *P. S. Mason*
Vice President

ATTEST:

C. Rottler
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of January, 1984, before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rose L. Olsar
Notary Public

ROSE L. OLSAR
Notary Public for the State
of Illinois, County of Cook

(Notarial Seal)

My Commission Expires January 24, 1987.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 9th day of January, 1984, before me personally appeared R. G. MASON, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Barth
Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

Exhibit 1
January 1, 1984

STATEMENT OF NEW IDENTIFYING NUMBERS

(SERIES 3)

<u>Number of Units</u>	<u>Description</u>	<u>Original Numbers</u>	<u>New Numbers</u>
2	2500 HP Diesel Electric Locomotives, original General Motors Corporation (EMD) Model GP-35; ATSF, Remanufacturer	2952 2954	2852 2854
2	3600 HP Diesel Electric Locomotives (20 cylinders), original General Motors Corporation (EMD) Model SD-45; ATSF, Remanufacturer	5377 5378	5501 5502

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

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